

## The Governor and Company of the Bank of Ireland (“Bank of Ireland”)

### Results of the 2017 Annual General Court (“AGC”)

#### 28 April 2017

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All of the resolutions proposed at the AGC of Bank of Ireland held on 28 April 2017 were duly passed.

The results of the voting on each resolution are as follows:

#### Resolution 1

To consider the Report of the Directors, the Auditors’ Report and the Accounts for the year ended 31 December 2016.

Resolution	Votes For	%	Votes Against	%	Votes Withheld	Votes Total
1	20,939,267,662	99.94	13,224,952	0.06	27,183,889	20,952,492,614

#### Resolution 2

To consider the Report on Directors’ Remuneration for the year ended 31 December 2016.

Resolution	Votes For	%	Votes Against	%	Votes Withheld	Votes Total
2	20,786,832,410	99.11	185,956,370	0.89	6,887,312	20,972,788,780

#### Resolution 3

To re-elect the following Directors, by separate resolutions:

- (a) Kent Atkinson
- (b) Richie Boucher
- (c) Pat Butler
- (d) Patrick Haren
- (e) Archie G Kane
- (f) Andrew Keating
- (g) Patrick Kennedy
- (h) Davida Marston
- (i) Fiona Muldoon
- (j) Patrick Mulvihill

Resolution	Votes For	%	Votes Against	%	Votes Withheld	Votes Total
3(a)	20,888,522,606	99.58	88,443,983	0.42	2,717,682	20,976,966,589
3(b)	20,875,269,476	99.51	101,886,481	0.49	2,568,022	20,977,155,957
3(c)	20,877,494,717	99.58	87,911,390	0.42	14,148,868	20,965,406,107

3(d)	20,862,412,935	99.47	111,830,278	0.53	5,417,419	20,974,243,213
3(e)	20,836,216,219	99.33	140,218,957	0.67	3,211,229	20,976,435,176
3(f)	20,874,144,168	99.51	102,803,741	0.49	2,692,944	20,976,947,909
3(g)	20,891,367,448	99.59	85,390,556	0.41	2,744,005	20,976,758,004
3(h)	20,890,691,577	99.59	85,831,388	0.41	3,098,516	20,976,522,965
3(i)	20,891,576,987	99.59	85,257,781	0.41	2,753,799	20,976,834,768
3(j)	20,890,934,330	99.59	85,809,467	0.41	2,750,887	20,976,743,797

#### **Resolution 4**

To authorise the Directors to fix the remuneration of the Auditors.

<b>Resolution</b>	<b>Votes For</b>	<b>%</b>	<b>Votes Against</b>	<b>%</b>	<b>Votes Withheld</b>	<b>Votes Total</b>
4	20,944,923,822	99.85	32,137,206	0.15	2,656,806	20,977,061,028

#### **Resolution 5**

To authorise purchases of Ordinary Stock by the Bank or subsidiaries.

<b>Resolution</b>	<b>Votes For</b>	<b>%</b>	<b>Votes Against</b>	<b>%</b>	<b>Votes Withheld</b>	<b>Votes Total</b>
5	20,925,748,775	99.84	34,192,609	0.16	19,741,037	20,959,941,384

#### **Resolution 6**

To determine the re-issue price range for Treasury Stock.

<b>Resolution</b>	<b>Votes For</b>	<b>%</b>	<b>Votes Against</b>	<b>%</b>	<b>Votes Withheld</b>	<b>Votes Total</b>
6	20,916,697,706	99.71	61,636,848	0.29	1,234,181	20,978,334,554

#### **Resolution 7**

To authorise the Directors to issue stock.

<b>Resolution</b>	<b>Votes For</b>	<b>%</b>	<b>Votes Against</b>	<b>%</b>	<b>Votes Withheld</b>	<b>Votes Total</b>
7	17,065,627,246	81.60	3,849,133,307	18.40	64,641,298	20,914,760,553

**Resolution 8**

To renew the Directors' authority to issue Ordinary Stock on a non-pre-emptive basis for cash.

<b>Resolution</b>	<b>Votes For</b>	<b>%</b>	<b>Votes Against</b>	<b>%</b>	<b>Votes Withheld</b>	<b>Votes Total</b>
8	20,925,629,052	99.98	4,750,260	0.02	49,344,665	20,930,379,312

**Resolution 9**

To renew the Directors' additional authority to issue Ordinary Stock on a non-pre-emptive basis for cash in the case of an acquisition or specified capital investment.

<b>Resolution</b>	<b>Votes For</b>	<b>%</b>	<b>Votes Against</b>	<b>%</b>	<b>Votes Withheld</b>	<b>Votes Total</b>
9	16,922,743,413	80.85	4,007,229,172	19.15	49,555,745	20,929,972,585

**Resolution 10**

To authorise the Directors to issue contingent equity conversion notes, and Ordinary Stock on the conversion of such notes.

<b>Resolution</b>	<b>Votes For</b>	<b>%</b>	<b>Votes Against</b>	<b>%</b>	<b>Votes Withheld</b>	<b>Votes Total</b>
10	20,453,950,935	97.89	440,483,836	2.11	84,927,011	20,894,434,771

**Resolution 11**

To authorise the Directors to issue for cash on a non-pre-emptive basis, contingent equity conversion notes, and Ordinary Stock on the conversion of such notes.

<b>Resolution</b>	<b>Votes For</b>	<b>%</b>	<b>Votes Against</b>	<b>%</b>	<b>Votes Withheld</b>	<b>Votes Total</b>
11	19,798,162,809	94.75	1,096,227,646	5.25	84,908,287	20,894,390,455

**Resolution 12**

To maintain the existing authority to convene an EGC by 14 days' notice.

<b>Resolution</b>	<b>Votes For</b>	<b>%</b>	<b>Votes Against</b>	<b>%</b>	<b>Votes Withheld</b>	<b>Votes Total</b>
12	19,243,640,711	91.74	1,733,529,031	8.26	2,452,102	20,977,169,742

The "Vote Withheld" option is provided to enable abstention on any particular resolution. However, it should be noted that a "Vote Withheld" is not a vote in law and is not counted in the calculation of the proportion of the votes "For" and "Against" a resolution.

The full text of each resolution was set out in the Governor's Letter to holders of Ordinary Stock and Notice of the Annual General Court which was posted to stockholders on 15 March 2017.

In accordance with Irish Listing Rule 6.6.2 and UK Listing Rule 9.6.2, copies of the resolutions will be submitted to the Irish Stock Exchange and the UK's National Storage Mechanism and will shortly be available for inspection at the following locations:

Company Announcements Office  
The Irish Stock Exchange  
28 Anglesea Street  
Dublin 2

and at

<http://www.morningstar.co.uk/uk/NSM>

28 April 2017

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